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RECORDATION NO. 8107-B
FILED 125

JAN 31 1991 - 8 45 AM

January 29, 1991 INTERSTATE COMMERCE COMMISSION

SUITE 728
523 WEST SIXTH STREET
LOS ANGELES, CALIF. 90014
TELEPHONE: (213) 612-0822
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SUITE 406
111 NINETEENTH STREET, N. W.
WASHINGTON, D. C. 20036
TELEPHONE: (202) 429-0004
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MICHAEL DOWNEY RICE
COUNSEL

1-031A002

1-031A033

Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary:

We have enclosed seven counterparts of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code:

Release, dated January 1, 1991, by Mercantile-Safe Deposit and Trust Company, a secondary document.

The primary documents to which this is connected are conditional sale agreements and assignments thereof recorded on November 7, 1975, under Recordation No. 8107 and 8107-A, 8109 and 8109-A, 8110 and 8110-A, and 8108 and 8108-A.

The name and address of the party to the documents are as follows:

Agent, assignee
Mercantile-Safe Deposit and Trust Company
Two Hopkins Plaza
Baltimore, Maryland 21203

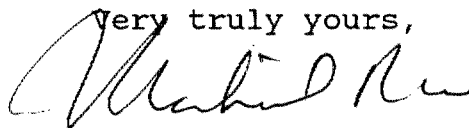
The equipment covered by the document consists of 976 70-ton general-purpose box cars of the series numbered C&O 400000 through 400999.

A short summary of the document to appear in the index is as follows:

Release dated January 1, 1991, by Mercantile-Safe Deposit and Trust Company, as agent, releasing and discharging the indebtedness under the four conditional sale agreements dated as of October 15, 1975, each among the United States Trust Company of New York, as trustee, The Chesapeake and Ohio Railway Company, as guarantor, and one of the following vendors: ACF Industries Inc., FMC Corporation, PACCAR Inc, and Pullman Incorporated (Pullman-Standard division).

A fee of \$15 is enclosed. Please return any extra copies not needed by the Commission for recordation to James E. Magee, Esq., 1111 19th Street, N.W. Washington, D.C. 20036.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Michael Rice".

Michael Rice

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

1/31/91

OFFICE OF THE SECRETARY

Michael Rice

Reboul MacMurray, Hewitt, Maynard & Kristol

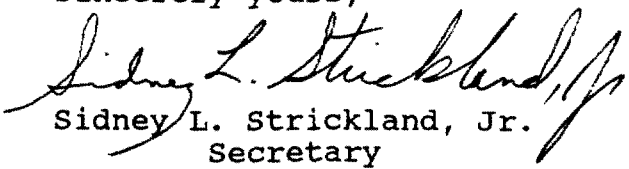
45 Rockefeller Plaza

New York, N.Y. 10111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/31/91 at 9:45am, and assigned recordation number(s). 8107-B, 8108-B, 8109-B & 8110-B

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

8107-B
RECORDATION NO. 8107-B
FILED 145

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INTERSTATE COMMERCE COMMISSION

RELEASE dated as of January 1, 1991, by MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation (hereinafter called the **Agent**).

WHEREAS the Agent is acting for certain institutional investors pursuant to the Finance Agreement dated as of October 15, 1975 (hereinafter called the **Finance Agreement**), among the Agent, United States Trust Company of New York, a New York corporation, acting as trustee under the Trust Agreement dated as of October 15, 1975 with General Electric Credit Corporation, a New York corporation (said trust company, in such capacity, being hereinafter called the **Trustee**), and certain investors named in Schedule A thereto;

WHEREAS, acting pursuant to the Finance Agreement, the Agent has been assigned certain indebtedness under the four Conditional Sale Agreements dated as of October 15, 1975, among the following parties:

ACF Industries, Incorporated, a New Jersey corporation, the Trustee, and The Chesapeake and Ohio Railway Company, a Virginia corporation (hereinafter called the Guarantor);

FMC Corporation, a Delaware corporation, the Trustee, and the Guarantor;

PACCAR Inc, a Delaware corporation, the Trustee, and the Guarantor; and

Pullman Incorporated (Pullman-Standard division), a Delaware corporation, the Trustee, and the Guarantor;

(each such agreement being hereinafter called a **Conditional Sale Agreement**), in each case pursuant to an Agreement and Assignment dated as of October 15, 1975 (each hereinafter called an **Assignment**);

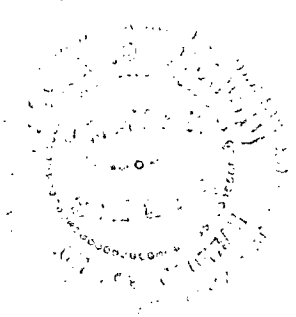
WHEREAS each Conditional Sale Agreement and the related Assignment has been recorded with the Interstate Commerce Commission pursuant to section 20c of the Interstate Commerce Act on November 7, 1975, and assigned the following recordation numbers, respectively:

8107 and 8107-A (ACF);

8109 and 8109-A (FMC);

8110 and 8110-A (PACCAR);

8108 and 8108-A (Pullman);



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WHEREAS the Guarantor and the Trustee are parties to a Lease of Railroad Equipment dated as of January 1, 1983 (hereinafter called the Lease), and the Lease has been assigned to the Agent as security for the Trustee's indebtedness under the Conditional Sale Agreements, pursuant to the Assignment of Lease and Agreement dated as of January 1, 1983 (hereinafter called the Lease Assignment);

WHEREAS the Lease and the Lease Assignment have been recorded with the Interstate Commerce Commission pursuant to section 11303 of Title 49 of the United States Code on February 9, 1983, and assigned the recordation numbers 13962 and 13962-A, respectively;

WHEREAS the indebtedness of the Trustee under each Conditional Sale Agreement has been fully paid and discharged out of the income and proceeds from the Lease;

NOW, THEREFORE, the Agent does hereby acknowledge the satisfaction of the indebtedness under the Conditional Sale Agreements, and does hereby release and discharge all of the right, title, and interest of the Agent in and to the Conditional Sale Agreements, the railroad equipment covered thereby, the Lease, and any amounts payable thereunder.


IN WITNESS WHEREOF, the Agent has caused this release to be duly executed by its officer thereunto duly authorized:

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Agent,

by  Vice President

STATE OF MARYLAND)
) ss.:
COUNTY OF BALTIMORE)

On this 25TH day of January, 1991, before me personally appeared John M. Mitchell, to me personally known who, being by me duly sworn, says that he is VICE PRESIDENT of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that the foregoing instrument was signed on behalf of said company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.


Notary Public
Michael G. Ruppel

My commission expires OCT 22 1994